

RECORDATION NO. 26465 FILED

JUL 24 '06

2-13 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

July 24, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of a Net Lease Agreement entered into as of June 2, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Mitsui Rail Capital, LLC  
5215 Old Orchard Road, Suite 505  
Skokie, IL 60077

Lessee: Holcim (US) Inc.  
201 Jones Road  
Waltham, MA 02451

Mr. Vernon A. Williams  
July 24, 2006  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

40 covered hopper cars: GNAX 9100 – GNAX 9139.

A short summary of the document to appear in the index is:

Memorandum of a Net Lease Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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**MEMORANDUM OF NET LEASE AGREEMENT  
BETWEEN  
MITSUI RAIL CAPITAL, LLC  
("LESSOR")**

**AND**

**HOLCIM (US) INC.  
("LESSEE")**

**JUNE 2, 2006**

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**SURFACE TRANSPORTATION BOARD**

**Memorandum of a Net Lease Agreement** made and entered into as of **June 2, 2006** by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("**Lessor**") and Holcim (US) Inc., a Delaware corporation ("**Lessee**").

WITNESSETH:


1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor forty (40) Trinity built covered hopper Railcars bearing marks and numbers as follows:

GNAX 9100-9139 (inclusive)

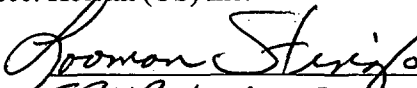
2. The Net Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Net Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor: Mitsui Rail Capital, LLC

By:   
Title: President  
Date: JULY 11, 2006

Lessee: Holcim (US) Inc.

By:   
Title: SR VP LOGISTICS  
Date: JULY 11, 2006

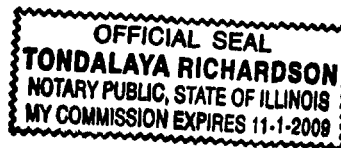
STATE OF ILLINOIS

COUNTY OF COOK

On this 11<sup>TH</sup> day of JULY, 20 06, before me personally appeared Yasushi Imai, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Tondalaya Richardson  
NOTARY PUBLIC

My commission expires: 11-1-2009



STATE OF Michigan

COUNTY OF WASHTENAW

On this 12<sup>th</sup> day of JUNE, 2006, before me personally appeared LOOMAN STINGO, to me personally known, who being by me duly sworn, says that he is the Senior VP of Holcim (US) Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Daniel G. Benfield SR  
NOTARY PUBLIC

My commission expires:

DANIEL G. BENFIELD SR.  
NOTARY PUBLIC WASHTENAW CO., MI  
MY COMMISSION EXPIRES Jan 11, 2008

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

7/24/06



\_\_\_\_\_  
Robert W. Alvord